

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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In re	:	Chapter 11
	:	
LEHMAN BROTHERS HOLDINGS INC. <i>et al.</i> ,	:	Case No. 08-13555 (SCC)
	:	
Debtors.	:	Jointly Administered
	:	
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DECLARATION OF MARC DE LEEUW

Marc De Leeuw hereby declares as follows:

1. I am a member of the Bar of this Court and of Sullivan & Cromwell LLP, counsel in the above-captioned action for Claimants Canary Wharf Management Limited, Heron Quays (HQ2) T1 Limited and Heron Quays (HQ2) T2 Limited (collectively, “Canary Wharf”).¹

I submit this declaration to provide the Court with certain documents to which reference is made in Canary Wharf’s Motion for Summary Judgment on Liability.

2. Attached hereto as Exhibit 1 is a copy of a Stipulation of Undisputed Facts, executed on June 13, 2013 by Peter Isakoff of the firm Weil, Gotshal & Manges LLP on behalf of Lehman Brothers Holdings Inc. (“Lehman”) and me on behalf of Canary Wharf.

3. Attached hereto as Exhibit 2 are excerpts (cover pages and pages 2 and 32 of Ex. 99.1 thereto) of the Form 8-K filed by Lehman with the United States Securities and Exchange Commission (“SEC”) on April 16, 2010.

¹ Canary Wharf Management Limited, Heron Quays (HQ2) T1 Limited and Heron Quays (HQ2) T2 Limited are subsidiaries of Canary Wharf Group plc. The ultimate parent of the Canary Wharf entities is Songbird Estates plc.

4. Attached hereto as Exhibit 3 are excerpts (cover pages, page 2 and Exhibit 99.2) of the Form 8-K filed by Lehman with the SEC on September 19, 2008.

5. Attached hereto as Exhibit 4 are excerpts (cover page and pages 1, 4-6, 8-11, 44, 55, and 61) of the Canary Wharf Group plc Annual Report for the year ended December 31, 2011, filed with Companies House (the regulator in the United Kingdom with which public limited companies must file financial statements) on April 27, 2012.

6. Attached hereto as Exhibit 5 are excerpts (cover page and pages 17, 32, 37, 49-50, 125, 239-41, and 246) of the transcript of the deposition of Sir George Iacobescu, taken on June 18, 2013 in this proceeding.

7. Attached hereto as Exhibit 6 are excerpts (cover page, table of contents, Index of Annexures and Exhibits, pages 1, 3, 7, 13, 30, 34-46, 72, and Annexure 8) of the Agreement for Lease between Lehman, Lehman Brothers Limited ("Lehman Sub"), Heron Quays Properties Limited, and Canary Wharf Group plc, dated March 30, 2001.

8. Attached hereto as Exhibit 7 are excerpts (cover page and pages 29-34 and 39-40) of the transcript of the deposition of Richard Krasnow, taken on June 25, 2013 in this proceeding.

9. Attached hereto as Exhibit 8 are excerpts (cover page and pages 4 and 70) of an Admission Document for Songbird Estates plc, the ultimate parent company of Canary Wharf, published pursuant to the Rules of the Alternative Investment Market (a submarket of the London Stock Exchange, based in London, England), on April 23, 2004.

10. Attached hereto as Exhibit 9 is a copy of a lease for the property at 25 Bank Street in London, England among Lehman Sub as "Tenant," Lehman as "Surety," Heron Quays (HQ2) T1 Limited and Heron Quays (HQ2) T2 Limited as "Landlord," Canary Wharf

Management Limited as “Management Company,” and Canary Wharf Holdings Limited as “Landlord’s Guarantor,” dated March 16, 2005 (the “Lease”).

11. Attached hereto as Exhibit 10 are excerpts (cover pages and page 16) of the Form 10-K filed by Lehman with the SEC on February 13, 2006.

12. Attached hereto as Exhibit 11 is a copy of proof of claim number 14826, filed in this proceeding by Landlord Heron Quays (HQ2) T1 Limited and Heron Quays (HQ2) T2 Limited for rent and certain other amounts owed under the Lease, dated September 17, 2009.

13. Attached hereto as Exhibit 12 is a copy of proof of claim number 14824, filed in this proceeding by Management Company Canary Wharf Management Limited for estate service charges owed under the Lease, dated September 17, 2009.

14. Attached hereto as Exhibit 13 are excerpts (cover page, table of contents and pages 1, 4, and 14) of the Joint Administrators’ Progress Report on Lehman Sub in Administration in the United Kingdom (providing details of the work undertaken and the progress made by the Lehman Sub Administrators during the six-month period ending March 14, 2010), dated April 13, 2010.

15. Attached hereto as Exhibit 14 are excerpts (cover page and pages 99-100) of the transcript of the deposition of Pamela Kendall, taken on June 20, 2013 in this proceeding.

16. Attached hereto as Exhibit 15 is a copy of the Expert Report of Laurence Rabinowitz, Q.C., dated July 17, 2013 in this proceeding.

17. Attached hereto as Exhibit 16 is a copy of a letter agreement by and among (a) Heron Quays (HQ2) T1 Limited, Heron Quays (HQ2) T2 Limited, Canary Wharf Group plc, Canary Wharf Contractors Limited, Canary Wharf (Car Parks) Limited, Heron Quays (RT3) T1 Limited, Heron Quays (RT3) T2 Limited, Heron Quays Properties Limited, Canary

Wharf Management Limited, on the one hand, and (b) Lehman Brothers Lease and Finance (No 1) Limited (in administration), Lehman Sub (in administration), and the Administrators of Lehman Sub, on the other hand, dated December 3, 2010.

18. Attached hereto as Exhibit 17 is a copy of certain emails between Andrew Dietderich of the firm of Sullivan & Cromwell LLP, as counsel for Canary Wharf, and Richard Krasnow of the firm of Weil, Gotshal & Manges LLP, as counsel for Lehman, dated December 6 & 7, 2010.

19. Attached hereto as Exhibit 18 is a copy of certain emails between Andrew Dietderich of the firm of Sullivan & Cromwell LLP, as counsel for Canary Wharf, and Richard Krasnow of the firm of Weil, Gotshal & Manges LLP, as counsel for Lehman, dated December 8 & 9, 2010.

20. Attached hereto as Exhibit 19 are excerpts (cover page, table of contents, prescribed clauses, and pages 1-2, 5, 9, 11, 14-15, 48-50, 62, 102-103) of a lease for the property at 25 Bank Street in London, England among HQCB Investments Limited as “Landlord,” JPMorgan Chase Bank, N.A. as “Tenant,” Heron Quays Properties Limited as “Estate Landlord,” Canary Wharf Management Limited as “Management Company,” Canary Wharf Investments Limited as “Estate Freeholder,” and Canary Wharf Limited as “Canary Wharf Landlord,” dated December 20, 2010.

21. Attached hereto as Exhibit 20 is a copy of a Stipulation, Agreement and Order Regarding Certain Claims Filed by the Canary Wharf Entities, entered by this Court on September 1, 2011 in this proceeding.

22. Attached hereto as Exhibit 21 is a copy of the Declaration of Laurence Rabinowitz, Q.C., dated October 11, 2013 (without exhibits) filed in this proceeding.

23. Attached hereto as Exhibit 22 is a copy of the Declaration of Richard Millett, Q.C., dated January 10, 2013 (without exhibits) filed in this proceeding.

24. Attached hereto as Exhibit 23 are excerpts (cover page and pages 109-10, 116-17, 140-41, 147, 155-56, and 163-64) of the transcript of the deposition of Richard Millett, taken on September 12, 2013 in this proceeding.

25. Attached hereto as Exhibit 24 is a copy of the decision by Her Majesty's Court of Appeal in England in *Reichman v. Beveridge*, [2006] EWCA Civ 1659.

26. Attached hereto as Exhibit 25 is a copy of the decision by Her Majesty's Court of Appeal in Northern Ireland in *Rainey Brothers Ltd. v. Kearney*, 1990 N.I. 18 (Court of Appeal).

27. I am informed and believe that prior to 2009 (*i.e.*, at the times that the *Reichman* and *Rainey* decisions were handed down) all appeals from Her Majesty's Court of Appeal in England and from Her Majesty's Court of Appeal in Northern Ireland were taken to the House of Lords.

I declare under the penalty of perjury that the foregoing is true and correct.

Executed in New York, New York on March 14, 2014.

/s/ Marc De Leeuw
Marc De Leeuw